

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 22145-K

AUG 11 2005

2-47 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

August 9, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated June 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.  
601 South East Street  
Weimar, TX 78962


A description of the railroad equipment covered by the enclosed document is six (6) 5700-5701 cu. ft., 100-ton capacity plastic pellet cars, marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.  
Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulskey  
Manager of Documentation

Enclosures

(SR11020)

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of June, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales &amp; Marketing

Title: \_\_\_\_\_

By: Theresa CatafanoName: THERESA CATAFANOTitle: MGR. OF DOCUMENTATION Executed on this 1<sup>st</sup> day of June, 2005.

[CORPORATE SEAL]

RECORDATION NO. 22145-K FILEDSTATE OF ILLINOIS

AUG 11 '05

2-47 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of June, 2005.

Susan Grokulsky

Notary Public

My Commission Expires:

8-14-2008

(Notary Public)



**LESSEE:**

SOUTHWEST RAIL INDUSTRIES, INC.

By: *Raul Wolaslo*  
Name: RA WOLASLO  
Title: VP

**ATTEST:**

By: *Lisa M. Evin*  
Name: Lisa M. Evin

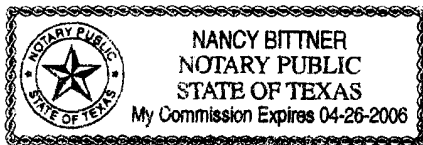
Title: Customer Service Executed on this 25<sup>th</sup> day of May, 2005.

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Colorado

I, *Nancy Bittner*, a Notary Public of the County and State aforesaid,  
certify that *R. A. Wolaslo* personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of May, 2005.



*Nancy Bittner*  
Notary Public

Commission Expires:

4-26-06  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 5700-5701 cu. ft. capacity plastic pellet cars, 100-ton capacity, lined, equipped with pneumatic gates and one vented hatch cover per compartment.

CAR NUMBERS: NDYX 878001, 878015, 878028, 878044, 878065, 878094